

ROBBINS LAWRENCE M
Form 3
April 05, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *
GLENVIEW CAPITAL
MANAGEMENT LLC

(Last) (First) (Middle)

767 FIFTH AVENUE, 44TH
FLOOR

(Street)

NEW YORK, NY 10153

(City) (State) (Zip)

2. Date of Event Requiring
Statement
(Month/Day/Year)
04/03/2007

3. Issuer Name and Ticker or Trading Symbol
Nalco Holding CO [NLC]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

5. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	720,200	I	See Footnote ⁽¹⁾
Common Stock	8,793,430	I	See Footnote ⁽²⁾
Common Stock	3,726,600	I	See Footnote ⁽³⁾
Common Stock	962,920	I	See Footnote ⁽⁴⁾
Common Stock	184,260	I	See Footnote ⁽⁵⁾
Common Stock	5,920	I	See Footnote ⁽⁶⁾
Common Stock	52,200	I	See Footnote ⁽⁷⁾
Common Stock	1,030,400	I	See Footnote ⁽⁸⁾
Common Stock	553,100	I	See Footnote ⁽⁹⁾

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GLENVIEW CAPITAL MANAGEMENT LLC

767 FIFTH AVENUE

44TH FLOOR

NEW YORK, NY 10153

ROBBINS LAWRENCE M

^

^	^ X	^	^
^	^ X	^	^

Signatures

/s/ Lawrence M. Robbins, as Chief Executive Officer of Glenview Capital Management, LLC

04/05/2007

__Signature of Reporting Person

Date

/s/ Lawrence M. Robbins

04/05/2007

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) These shares of the Issuer's common stock, par value \$0.01 per share ("Shares"), are held for the account of Glenview Capital Partners, L.P., a Delaware limited partnership ("Glenview Capital Partners"). Glenview Capital Management, LLC, a Delaware limited liability company ("Glenview Capital Management"), serves as investment manager for Glenview Capital Partners. Mr. Robbins is the Chief Executive Officer of Glenview Capital Management.

(2) These Shares are held for the account of Glenview Capital Master Fund, Ltd., a Cayman Islands exempted company ("Glenview Capital Master Fund"). Glenview Capital Management serves as the investment manager for Glenview Capital Master Fund. Mr. Robbins is the Chief Executive Officer of Glenview Capital Management.

(3) These Shares are held for the account of Glenview Institutional Partners, L.P., a Delaware limited partnership ("Glenview Institutional Partners"). Glenview Capital Management serves as the investment manager for Glenview Institutional Partners. Mr. Robbins is the Chief

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Executive Officer of Glenview Capital Management.

- (4) These Shares are held for the account of GCM Little Arbor Master Fund, Ltd., a Cayman Islands exempted company ("GCM Little Arbor Master Fund"). Glenview Capital Management serves as the investment manager for the GCM Little Arbor Master Fund. Mr. Robbins is the Chief Executive Officer of Glenview Capital Management.

- (5) These Shares are held for the account of GCM Little Arbor Institutional Partners, L.P., a Delaware limited partnership ("GCM Little Arbor Institutional Partners"). Glenview Capital Management serves as the investment manager for GCM Little Arbor Institutional Partners. Mr. Robbins is the Chief Executive Officer of Glenview Capital Management.

- (6) These Shares are held for the account of GCM Little Arbor Partners, L.P., a Delaware limited partnership ("GCM Little Arbor Partners"). Glenview Capital Management serves as the investment manager for GCM Little Arbor Partners. Mr. Robbins is the Chief Executive Officer of Glenview Capital Management.

- (7) These Shares are held for the account of GCM Opportunity Fund, L.P., a Delaware limited partnership ("GCM Opportunity Fund"). Glenview Capital Management serves as the investment manager for GCM Opportunity Fund. Mr. Robbins is the Chief Executive Officer of Glenview Capital Management.

- (8) These Shares are held for the account of Glenview Capital Opportunity Fund, L.P., a Delaware limited partnership ("Glenview Capital Opportunity Fund"). Glenview Capital Management serves as the investment manager for Glenview Capital Opportunity Fund. Mr. Robbins is the Chief Executive Officer of Glenview Capital Management.

- (9) These Shares are held for the account of Glenview Offshore Opportunity Fund, Ltd., a Cayman Islands exempted company ("Glenview Offshore Opportunity Fund"). Glenview Capital Management serves as the investment manager for Glenview Offshore Opportunity Fund. Mr. Robbins is the Chief Executive Officer of Glenview Offshore Opportunity Fund.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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